

## **ARTICLES OF ASSOCIATION OF M-REAL OYJ**

### **Article 1 Business name of the company**

The Company's business name is M-real Oyj, in English M-real Corporation.

### **Article 2 Registered office**

The company's registered office is in Helsinki, Finland.

### **Article 3 The company's line of business**

The company's line of business is to engage, either itself or through subsidiaries in the forest industry, chemical industry, the wholesaling of forest industry and packaging products, power generation and distribution, agriculture and forestry and other related industrial and commercial operations, merchant shipping, financial services and hotel and restaurant business. The company has the right to own various types of real estate, as well as shares and holdings in Finnish and foreign industrial and commercial enterprises, carry out other investment activities and act as the parent company of the group it has formed.

### **Article 4 Book-entry system**

The company's shares are incorporated into the Finnish book-entry system.

### **Article 5 Division of shares**

The company's shares are divided into Class A Shares and Class B Shares. Of the total number of shares, the minimum number of Class A Shares is 25,000,000 and their maximum number is 100,000,000, and the minimum number of Class B Shares is no 125,000,000 and their maximum number is 500,000,000.

The differences between Class A Shares and B Shares have been specified in Article 6 below.

### **Article 6 Voting rights**

Each Class A Share confers twenty (20) votes and each Class B Share confers one (1) vote at the General Meeting of Shareholders.

In order to attend the General Meeting of Shareholders, a shareholder must inform the company of his/her intention of doing no later than on the date stated on the notice of the meeting, which may not be later than ten (10) days before the meeting.

### **Article 7 General Meeting of Shareholders**

The Annual General Meeting of Shareholders shall be held annually by the end of June on a date determined by the Board of Directors. An Extraordinary General Meeting of Shareholders shall be convened when deemed necessary by the Board of Directors, or at a written request of the auditor or shareholders representing at least one-tenth of all shares for addressing a specific matter.

Extraordinary and Annual General Meetings and the Extraordinary General Meeting of Shareholders are held either in Helsinki, Finland, or in Espoo, Finland, as decided by the Board of Directors.

#### **Article 8 Notice convening a General Meeting of Shareholders**

The notice convening a General Meeting of shareholders shall be published in at least one national newspaper determined by the Board of Directors, no later than seventeen (17) days before the meeting.

#### **Article 9 Matters to be addressed at the General Meeting of Shareholders**

At the Annual General Meeting shall

receive:

- 1) the annual accounts, which include the income statement, balance sheet and the annual report;
- 2) the consolidated annual accounts, which include the consolidated income statement and consolidated balance sheet;
- 3) the auditor's report;
- 4) the account by the Board of Directors concerning the notes, if any, made by the auditor;

decide on:

- 1) the adoption of the annual accounts and the consolidated balance sheet included therein;
- 2) measures called for by the profit or loss shown on the balance sheet;
- 3) discharging the members of the Board of Directors and the CEO from liability;
- 4) on remuneration payable to Board members and the auditor;
- 5) on the number of Board members;

elect:

- 1) the members and deputy members, if any, of the Board of Directors; and
- 2) the auditor;

address:

any other matters mentioned in the notice convening the meeting are handled.

#### **Article 10 The Board of Directors**

The Company's Board of Directors shall consist of no fewer than five and no more than ten (5–10) members.

The term of office of a Board member begins at the close of the General Meeting of Shareholders in which he/she was elected and expires at the end of the next Annual General Meeting of Shareholders.

The Board of Directors elects a Chairman and Deputy Chairman from among its members.

#### **Article 11 CEO**

The Board elects a CEO for the Company, who shall be responsible for the day-to-day administration of the company according to the instructions and regulations issued by the Board of Directors.

#### **Article 12 Signing for the company**

Those authorised to sign for the company are:  
the Chairman of the Board of Directors and the CEO, each alone;  
two members of the Board of Directors or two holders of procuration jointly; or  
a holder of procuration jointly with a member of the Board of Directors.

The Board of Directors shall decide on the granting of powers of procuration.

#### **Article 13 Auditor**

The company shall have one (1) auditor, which shall be an audit firm authorised by the Central Chamber of Commerce of Finland. The auditors' term of office shall expire at the close of the next Annual General Meeting of Shareholders following the election.

#### **Article 14 Financial period**

The company's financial period is the calendar year.

#### **Article 15 Conversion of shares**

Subject to the conditions presented in this Article, the company's Class A share may be converted into a Class B share at the request of a shareholder or the manager of administratively-registered shares whose details have been entered in the book-entry system.

The conversion is subject to the maximum share type quantities prescribed in the Articles of Association. No monetary compensation is payable upon conversion.

The shareholder must present the company with a written request to convert the shares. The request must detail the number of shares to be converted as and the book-entry account which contains the entries concerning the securities that replace the shares.

The shareholder may submit a request for share conversion to the company at any time. However, a conversion request that has been delivered to the company in the period between the date on which the Board of Directors decided to convene a General Meeting of shareholders and the date on which the next General Meeting of Shareholders is held shall be deemed to have arrived, and will be processed, after the General Meeting of Shareholders and after any subsequent record date.

The Company may request that, for the duration of the conversion process, a restriction be entered in the shareholder's book-entry system concerning the shareholder's dispositive power. The Company is obliged to report the share conversion for entry into the register without delay.

A conversion request may be withdrawn until such time as the conversion report has been entered in the Trade Register. When a request is withdrawn, the company shall request that any entry concerning the restriction of dispositive power be removed from the shareholder's book-entry account.

Conversion of a Class A share into a Class B share takes effect once the conversion report has been entered in the register. The company shall inform both the author of the conversion request and the registrar of the book-entry register of the registration.

Where necessary, the Board of Directors shall decide on more detailed procedures relating to the conversion of shares.

*Translation of the Finnish language original approved by the General Meeting of Shareholders on March 13, 2008.*